

WILMER, CUTLER & PICKERING

2445 M STREET, N. W.  
WASHINGTON, D. C. 20037-1420

RECORDATION NO. 6745-F

INTERNATIONAL TELEX: 440 239  
TELEX: 89-2402 WICRING WSH  
TELEPHONE 202 663-6663

APR 27 1988-3 20 PM

EUROPEAN OFFICE  
CARLTON GARDENS  
PALL MALL  
LONDON, SW1Y 5AA, ENGLAND  
TELEPHONE 011-441-839-4466  
TELEX: 8813918 WCPLDN  
TELETYPE: 639-3537  
CABLE ADDRESS: WICRING LONDON

ALLEN H. HARRISON, JR.

DIRECT LINE (202)

663-6093

No.

Date APR 27 1988

Fee \$13.00

8-118A120

April 27, 1988

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

\$13.00 filing fee

Dear Ms. McGee:

On behalf of Bankers Trust Company, as Trustee, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two (2) executed counterparts of a secondary document, not previously recorded, entitled Termination of Lease executed April 25, 1988.

The parties to the enclosed Termination of Lease are:

Bankers Trust Company, as Trustee-Lessor  
P. O. Box 318  
Church Street Station  
New York, New York 10015

Manufacturers Railway Company - Lessee  
(Successor Lessee to  
St. Louis Refrigerator Car Company)  
2850 South Broadway  
St. Louis, Missouri 63118-1810

The said Termination of Lease acts to terminate completely the Lease of Railroad Equipment recorded under Recordation No. 6745-B and, by operation of law (Manufacturers Railway Company becoming successor Lessee, to St. Louis Refrigerator Car Company), also terminates the Sublease under Recordation No. 6745-C. The Termination of Lease should be recorded under the next available letter designation under Recordation No. 6745 which we believe will be -F.

A short summary of the document to appear in the ICC Index is as follows:

"Complete termination of Lease of Railroad Equipment under Recordation No. 6745-B and Sublease under Recordation No. 6745-C"

Enclosed is a check in the amount of thirteen dollars (\$13) in payment of the filing fee.

Countersigned Jimmy A. Higgins

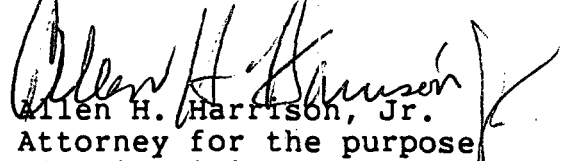
100-441-839-4466  
APR 27 3 21 PM '88  
NOTICE OF RECEIPT

This one is 6745-F

- 2 -

Once the filing has been made, please return to bearer the stamped counterpart of the Termination of Lease not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
Attorney for the purpose  
of this filing for  
Bankers Trust Company,  
as Trustee.

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

# Interstate Commerce Commission

Washington, D.C. 20423

4/27/88

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.  
Wilmer, Cutler & Pickering  
2445 M. St. N.W.  
Washington, D.C. 20037-1420

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/27/88 at 3:30pm, and assigned recordation number(s). 6745-F

Sincerely yours,

*Narta R. McGee*

Secretary

Enclosure(s)

TERMINATION OF LEASE

REGISTRATION NO. 6745-B APR 27 1988-3 20 PM

Termination of Lease, dated April 25, 1988 INTERSTATE COMMERCE COMMISSION  
Company ("Lessor") (not in its individual capacity, but solely as Trustee  
under that certain Trust Agreement dated as of August 15, 1972 between General  
Electric Capital Corporation formerly General Electric Credit Corporation, as  
Beneficiary, and Lessor as Trustee) and Manufacturers Railway Car Company as rk  
Lessee, as successor to St. Louis Refrigerator Car Company (the "Lessee").  
All capitalized terms used herein, unless otherwise defined herein, have the  
meaning set forth in the Lease of Railroad Equipment dated as of August 15,  
1972 between the Lessor and the Lessee (the "Lease").

RECITALS

A. Lessor and Lessee are parties to the Lease and providing for the lease  
of the Equipment.

B. The Lease has been filed and recorded with the Interstate Commerce  
Commission on September 22, 1972 at 10:40 A.M., Recordation Number 6745-B.

C. Lessor and Lessee desire to acknowledge and certify the termination of  
the Lease.

TERMINATION

Lessor and Lessee hereby certify, acknowledge and agree that the Lease  
is terminated. Lessor and Lessee agree and certify that the Equipment is no  
longer subject to the Lease.

IN WITNESS WHEREOF, the Lessor and Lessee have caused this Termination  
of Lease to be duly executed and delivered as of the \_\_\_\_ day of April, 1988.

Lessor:

BANKERS TRUST COMPANY, not in its  
individual capacity but solely as  
Trustee

By \_\_\_\_\_

Assistant Secretary

Its \_\_\_\_\_

Lessee:

MANUFACTURERS RAILWAY COMPANY

By \_\_\_\_\_

Vice President

STATE OF MISSOURI,       )  
                                  ) SS  
COUNTY OF ST. LOUIS    )

On this 25th day of April, 1988, before me personally appeared E. R. GOEDEKE, to me personally known, who, being by me duly sworn, says that he is a Vice President of MANUFACTURERS RAILWAY COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anita J. Thomas  
Notary Public

ANITA J. THOMAS  
NOTARY PUBLIC--STATE OF MISSOURI  
ST. LOUIS COUNTY  
MY COMMISSION EXPIRES DEC. 11, 1990

My Commission Expires

STATE OF NEW YORK,       )  
                                  ) SS  
COUNTY OF NEW YORK    )

On this 26th day of April, 1988, before me personally appeared JIRI MLADEK, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of BANKERS TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Darryl J. Allen  
Notary Public

My Commission Expires

DARRYL ALLEN  
Notary Public, State of New York  
No. 03-4887409  
Qualified in Bronx County  
Certificate filed in New York County  
Commission Expires March 23, 1989